

RECORDATION NO. 25820-M FILED

JUN 02 '10 -10 50 AM

SURFACE TRANSPORTATION BOARD

ALVORD AND ALVORD
ATTORNEYS AT LAW
1050 SEVENTEENTH STREET, N W
SUITE 301

WASHINGTON, D C

20036

(202) 393-2266

FAX (202) 393-2156

E-MAIL: alvordlaw@aol.com

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1984)

OF COUNSEL
URBAN A. LESTER

June 2, 2010

Chief
Section of Administration
Office of Proceedings
Surface Transportation Board
395 "E" Street, S.W.
Washington, D C. 20423

Dear Section Chief:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Amendment to Credit Agreement and Security Agreement, dated as of May 24, 2010, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Credit Agreement and Security Agreement previously filed with the Board under Recordation Number 25820-B.

The names and addresses of the parties to the enclosed document are:

Administrative
Agent.

Bank of America, N.A.
800 Fifth Avenue, Floor 32
Seattle, Washington 98104

New Subsidiary
Guarantor

Greenbrier Leasing, L.P.
One Centerpointe Drive
Lake Oswego, Oregon 97035

Chief, Section of Administration
June 2, 2010
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A description of the railroad equipment covered by the enclosed document is:

All rolling stock whether now owned or hereafter acquired by the New Subsidiary Guarantor, provided, however, that any buyer of locomotives, railcars and other rolling stock in the ordinary course of the New Subsidiary Guarantor's business takes free of Administrative Agent's security interest.

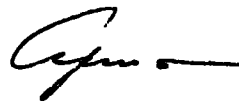
A short summary of the document to appear in the index is:

Memorandum of Amendment to Credit Agreement and Security Agreement

Also enclosed is a check in the amount of \$41.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned

Very truly yours,

A handwritten signature in black ink, appearing to read 'R. Alvord', with a long horizontal flourish extending to the right.

Robert W Alvord

RWA/sem
Enclosures

JUN 02 '10 -10 50 AM

MEMORANDUM OF AMENDMENT TO CREDIT AGREEMENT AND SECURITY
SURFACE TRANSPORTATION BOARD
AGREEMENT

This Memorandum of Amendment to Credit Agreement and Security Agreement is made and entered into as of May 24, 2010, by and between GREENBRIER LEASING, L.P. (the "New Subsidiary Guarantor") and BANK OF AMERICA, N.A., as agent (in such capacity, the "Administrative Agent") for the lenders party to the Credit Agreement (the "Lenders"), respecting (i) that certain Amended and Restated Credit Agreement dated as of November 7, 2006 (the "Credit Agreement") among The Greenbrier Companies, Inc., the Administrative Agent and the Lenders and (ii) that certain Amended and Restated Security Agreement dated as of November 7, 2006 (the "U.S. Security Agreement") among the Subsidiary Guarantors, each as "Debtor," and the Administrative Agent.

1. The terms defined in (i) the Credit Agreement and (ii) U.S. Security Agreement, and not otherwise defined herein have, as used herein, the respective meanings provided for in the Credit Agreement and the U.S. Security Agreement.


2. Pursuant to the U.S. Security Agreement, Subsidiary Guarantors granted to the Administrative Agent, for the benefit of itself and the Lenders, a first priority security interest in all locomotives, railcars and other rolling stock of the Subsidiary Guarantors whether now owned or hereafter acquired, effective as of the date hereof and subject to the terms of the Credit Agreement and the U.S. Security Agreement; provided, however, that any buyer of locomotives, railcars and other rolling stock in the ordinary course of the Debtors' business takes free of the Administrative Agent's security interest.

3. Pursuant to Section 6.14 of the Credit Agreement, the New Subsidiary Guarantor has delivered to the Administrative Agent a Joinder Agreement dated as of the date hereof through which the New Subsidiary Guarantor becomes a party to the U.S Security Agreement and grants to Administrative Agent, for the benefit of itself and the Lenders, a first priority security interest in all locomotives, railcars and other rolling stock, subject to the buyer in ordinary course exception stated above, now owned or hereafter acquired by the New Subsidiary Guarantor.

4. This document may be signed in any number of counterparts, each of which shall be an original and all of which shall be a part of this Memorandum of Amendment to Credit Agreement and Security Agreement.

IN WITNESS WHEREOF, each of parties hereto, pursuant to due authority, has caused this Memorandum of Amendment to Credit Agreement and Security Agreement to be duly executed in its corporate name by its officers, thereunto duly authorized, all as of the date first above written

**BANK OF AMERICA, N.A., as
Administrative Agent**

By 
Name: Tiffany Shin
Title: Assistant Vice President

**GREENBRIER LEASING, L.P., as a
Subsidiary Guarantor**

By: Greenbrier Management Services,
LLC, its general partner

By: Greenbrier Leasing Company, LLC,
its sole Member and Manager

By _____
Name: William A Furman
Title: Manager

IN WITNESS WHEREOF, each of parties hereto, pursuant to due authority, has caused this Memorandum of Amendment to Credit Agreement and Security Agreement to be duly executed in its corporate name by its officers, thereunto duly authorized, all as of the date first above written.

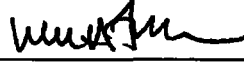
**BANK OF AMERICA, N.A., as
Administrative Agent**

By _____
Name: _____
Title: _____

**GREENBRIER LEASING, L.P., as a
Subsidiary Guarantor**

By: Greenbrier Management Services,
LLC, its general partner

By. Greenbrier Leasing Company, LLC,
its sole Member and Manager

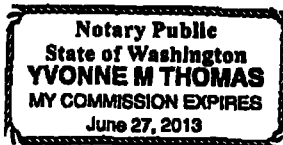
By  _____
Name: William A Furman
Title: Manager

STATE OF Washington)
)
COUNTY OF King) SS.

On this 1st of June, 2010, before me personally appeared Tiffany Shin, to me personally known, who being duly sworn, stated that she is Assistant Vice President of BANK OF AMERICA, N.A., that said instrument was signed on behalf of said banking corporation by authority of its board of directors, and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Yvonne M. Thomas
Notary Public Yvonne M. Thomas

My Commission Expires 6/27/2013



STATE OF OREGON)
COUNTY OF CLATSOP) SS.

On this 19th of May, 2010, before me personally appeared William A. Furman, to me personally known, who being duly sworn, stated that he/she is Manager of GREENBRIER LEASING, L.P., that said instrument was signed on behalf of said company by authority of its managers/board of managers, and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said company.

Sheri Clarke Grether
Notary Public

My Commission Expires November 8, 2013



CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document

Dated.

June 2, 2010



Robert W. Alvord